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MAR 1 9 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

TICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB	APPROVAL
~	

OMB NUMBER:

3235-0076

Expires:

April 30, 2008

Estimated average burden

hours per response......16.00

	· ·····
	SEC USE ONLY
Prefix	Serial
	DATE RECEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Series D Convertible Preferred Stock	
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Filing Under (Check box(es) that apply):

☐ Rule 504

□ Rule 505

■ Rule 506 □ Section 4(6) □ ULOE



A. BASIC IDENTIFICATION DATA

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Type of Filing: ■ New Filing □ Amendment

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Surface Logix, Inc.

Address of Executive Offices

(Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

50 Soldiers Field Place, Brighton, MA 02135

Address of Principal Business Operations (if

Month Year

617-746-8500

(Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business:

different from Executive Offices)

To develop and integrate proprietary surface chemistry, functionalized biosurfaces and microfabricated devices to streamline drug discovery and development.

Type of Business Organization

corporation

□ limited partnership, already formed □ limited partnership, to be formed

□ other (please specify):

DE

business trust

Actual or Estimated Date of Incorporation or Organization 04 Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

99

CN for Canada; FN for other foreign jurisdiction)

■ Actual

MAR 2 3 2007

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, DC 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal potice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: □ Promoter Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Roberts, Carmichael S. **Business or Residence Address** (Number and Street, City, State, Zip Code) c/o Surface Logix, Inc., 50 Soldiers Field Place, Brighton, MA 02135 Check Box(es) that Apply: □ Promoter □ Beneficial Owner ■ Executive Officer Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Mahoney, James E. **Business or Residence Address** (Number and Street, City, State, Zip Code) c/o Surface Logix, Inc., 50 Soldiers Field Place, Brighton, MA 02135 Check Box(es) that Apply: □ Beneficial Owner ☐ Executive Officer ☐ General and/or Managing Partner □ Promoter ■ Director Full Name (Last name first, if individual) Roberts, Bryan **Business or Residence Address** (Number and Street, City, State, Zip Code) c/o Surface Logix, Inc., 50 Soldiers Field Place, Brighton, MA 02135 Check Box(es) that Apply: □ Executive Officer ■ Director ☐ General and/or Managing Partner □ Promoter Beneficial Owner Full Name (Last name first, if individual) Whitesides, George M. **Business or Residence Address** (Number and Street, City, State, Zip Code) c/o Surface Logix, Inc., 50 Soldiers Field Place, Brighton, MA 02135 Check Box(es) that Apply: □ Beneficial Owner □ Executive Officer ■ Director General and/or Managing Partner □ Promoter Full Name (Last name first, if individual) Gillis, Steven **Business or Residence Address** (Number and Street, City, State, Zip Code) c/o Surface Logix, Inc., 50 Soldiers Field Place, Brighton, MA 02135 Check Box(es) that Apply: □ Promoter □ Beneficial Owner □ Executive Officer Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) O'Shea, W. James **Business or Residence Address** (Number and Street, City, State, Zip Code) c/o Surface Logix, Inc., 50 Soldiers Field Place, Brighton, MA 02135 Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner □ Executive Officer ■ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Rubin, Marc **Business or Residence Address** (Number and Street, City, State, Zip Code) c/o Surface Logix, Inc., 50 Soldiers Field Place, Brighton, MA 02135 Check Box(es) that Apply: □ Promoter □ Beneficial Owner Executive □ Director ☐ General and/or Managing Partner Officer Full Name (Last name first, if individual) **Business or Residence Address** (Number and Street, City, State, Zip Code) Check Box(es) that Apply: □ Promoter □ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) **Business or Residence Address** (Number and Street, City, State, Zip Code)

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Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	□ Executive Officer	☐ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)								
Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)								
Venrock Associates III, L.P. Business or Residence Address	Olimber and C	Land City State 21- Co	1-1					
Business of Residence Address	(Number and S	treet, City, State, Zip Coo	ie)					
30 Rockefeller Plaza, New York, NY 10	112							
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)								
CW Ventures III, L.P.		0: 0 # 0						
Business or Residence Address		treet, City, State, Zip Coo	le)					
Check Box(es) that Apply:		= DanaGaial Occurs	☐ Executive Officer	D. Dissats				
Full Name (Last name first, if individual)	□ Promoter	■ Beneficial Owner	□ Executive Officer	☐ Director	☐ General and/or Managing Partner			
Ton Name (East name trist, it marvidal)								
Arch Venture Fund V, L.P.								
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)					
8725 W. Higgins Road, Suite 290, Chica	zo. II. 60631							
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)					a constant and a managing turner			
HBM BioVentures (Cayman) Ltd.								
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)					
Unit 10 Eucalyptus Bldg., Crewe Road,	D () Do- 2005	SMP Coand Common	. Carrena Islanda					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)	L Tromoter	- Beneficial Owner	E Excellive Officer	a birector	Ocheral and of Managing Farther			
,								
Saudi Venture Development Company		0. 0. 0. 0. 0.						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)					
c/o Al Hejailan Projects Engineering, P.	O. Box 9175, Si	tteen Street and Jareer	Street, Riyadh, 11413, S	Saudi Arabia				
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)								
Unilever Technology Ventures Fund B.	v							
Business or Residence Address		Street, City, State, Zip Co	nde)					
c/o Unilever N.V., Weena 455, 3013 AL	•		,					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)	2	_ Senericial Office		2 Director	C Service and or Managing 1 articl			
MunMun International Ltd.								
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)	-				
c/o Fahad M.S. Al-Athel, P.O. Box 4900	, Al-Aruba Stre	et, Rahmaniya, Oleya, l	Riyadh, 11412, Saudi Aı	rabia				

		A. BASIC IDENT	IFICATION DATA		-		
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 							
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Sweetnam, Paul							
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		•		
A. C. C. T. C. T. C. C. C. T. C. T.		hr. 02122					
c/o Surface Logix, Inc., 50 Soldiers Field Check Box(es) that Apply:			- F	a Nime			
Full Name (Last name first, if individual)	□ Promoter	□ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Ton traine (East name mst, m marriadar)							
Prince, William							
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	le)				
c/o Surface Logix, Inc., 50 Soldiers Field	l Place, Brighte	ов, МА 02135					
Check Box(es) that Apply:	□ Promoter	□Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Henderson, Winston E.							
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	le)		•		
c/o Surface Logix, Inc., 50 Soldiers Field Check Box(es) that Apply:							
Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner		
i un traine (East name mst, il muividual)							
Tong, Warwick							
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)				
c/o Surface Logix, Inc., 50 Soldiers Field	l Place, Brighte	on, MA 02135					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)	-			
	•		•				
Check Box(es) that Apply:	n	- P - 6'110	- E				
Full Name (Last name first, if individual)	☐ Promoter	☐ Beneficial Owner	□ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Tan Name (East name mat, it marvidua)							
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Business or Residence Address	Business or Residence Address (Number and Street, City, State, Zip Code)						
Dustiless of Residence Address	(Number and	Sirect, City, State, Zip Ct	ide)				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)				

	B. INFORMATION ABOUT OFFERING		
		Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	0	•
2.	Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?	\$	D/a
	What is the manner in the control of the most any man reduction.	Yes	No
3.	Does the offering permit joint ownership of a single unit?	•	
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
Full	Name (Last name first, if individual)		
busi	siness or Residence Address (Number and Street, City, State, Zip Code)		
Nam	ne of Associated Broker or Dealer		
State	les in which Person Listed Has Solicited or Intends to Solicit Purchasers		
_ [_ [(Check "All States" or check individual States) [AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	All States _ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	I name (Last name first, if individual)		
Busi	siness or Residence Address (Number and Street, City, State, Zip Code)		
Nan	ne of Associated Broker or Dealer		
State	tes in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
] _ [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MN] [NY] [NC] [ND] [OH] [OK] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	Name (Last name first, if individual)		
Ruci	siness or Residence Address (Number and Street, City, State, Zip Code)		
Dusi	miless of Nesidence Address (Namoer and Street, City, State, Esp Code)		
Nan	ne of Associated Broker or Dealer		
State	tes in which Person Listed Has Solicited or Intends to Solicit Purchasers		<u> </u>
	(Check "All States" or check individual States)	All States	
- [- [AL _ [AK _ [AZ _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [TX] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS $% \left(\mathbf{r}\right) =\left(\mathbf{r}\right)$

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box pand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$ <u>19,900,004.40</u>	\$ <u>19,900,004.40</u>
	□ Common Preferred		
	Convertible Securities (including warrants)	\$	s
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$ <u>19,900,004.40</u>	\$ <u>19,900,004.40</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	13	\$ <u>19,900,004.40</u>
	Non-accredited Investors	-	\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs	o	\$
	Legal Fees	•	\$ <u>50,000</u>
	Accounting Fees	0	\$
	Engineering Fees	۵	\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)	0	\$
	Total		\$ 50,000
			- 30,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	b. Enter the difference between the aggregate of I and total expenses furnished in response to Par adjusted gross proceeds to the issuer."	t C - Question 4.a. This difference is the	:		\$	19,850,004.40
5.	Indicate below the amount of the adjusted gross for each of the purposes shown. If the amount for and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in	or any purpose is not known, furnish an e e total of the payments listed must equal	stimate			
				Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees		o	\$		\$
	Purchase of real estate	<u></u>	a	\$		\$
	Purchase, rental or leasing and installation of ma	chinery and equipment	0	\$		S
	Construction or leasing of plant buildings and fa	cilities	0	\$		s
	Acquisition of other business (including the value that may be used in exchange for the assets or semerger)	curities of another issuer pursuant to a	۵	\$	0	\$
	Repayment of indebtedness		_	\$		s
	Working capital			S	•	\$ <u>19,850,004.40</u>
	Other (specify):			\$		S
			•			
				\$		s
	Column Totals		•	\$ <u>0</u>	•	\$ <u>19,850,004.40</u>
	Total Payments Listed (column totals added)			■ \$ <u>19</u> ,	850,004.4	<u>10</u>
		D. FEDERAL SIGNATU	URE			
an t	e issuer has duly caused this notice to be signed by undertaking by the issuer to furnish to the U.S. Sec n-accredited investor pursuant to paragraph (b)(2) o	urities and Exchange Commission, upon	If this notice written reques	is filed under Rule 505, the total of its staff, the information	following i furnished	signature constitutes I by the issuer to any
Issu	uer (Print or Type)	Signature		Date		
	rface Logix, Inc.	West F. Henderso	~	March /3, 2007		
Nar	me of Signer (Print or Type)	Title of Signer (Print or Type)				
Wi	nston F. Henderson	Vice President, General Connsel				

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

